



RECORDATION NO. 15701-0 FILED 1425

DEC 22 1989 -10 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

December 22, 1989
RECORDATION NO. 15701-11 FILED 1425
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INTERSTATE COMMERCE COMMISSION

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9-356A027

Dear Ms. McGee:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. These documents are:

1. Confirmatory Supplement dated as of December 31, 1989, a secondary document which supplements the Security Agreement (Mortgage) ("Security Agreement") dated as of June 30, 1988, between Export Development Corporation ("EDC") and the National Railroad Passenger Corporation ("Amtrak"), a primary document which was filed under Recordation No. 15701.
2. Lease Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Lease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-B.
3. Lessee Security Agreement Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Lessee Security Agreement (Mortgage) dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-D.
4. Sublease Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Sublease of Railroad Equipment dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-F.
5. Indenture Supplement No. 2 dated as of December 31, 1989, a secondary document which supplements the Trust Indenture and Security Agreement (Mortgage) ("Trust Indenture") dated as of July 15, 1989, a primary document which was filed under Recordation No. 15701-H.

Amtrak requests that all of the documents listed herein be filed under Recordation No. 15701.

The parties to the above-listed documents include the following:

1. the Confirmatory Supplement: EDC as mortgagee and Amtrak as mortgagor.

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INTERSTATE COMMERCE COMMISSION

AN EQUAL OPPORTUNITY EMPLOYER

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2, 3 and 4. the Lease Supplement No. 2, the Lessee Security Agreement Supplement No. 2, and the Sublease Supplement No. 2: Amtrak as, respectively, lessor, mortgagor, and sublessee; Wilmington Trust Company ("Owner Trustee") as, respectively, lessee, mortgagee, and sublessor.

5. the Indenture Supplement No. 2: Owner Trustee as mortgagor and The Connecticut National Bank ("Indenture Trustee") as mortgagee.

The addresses of the parties are:

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115
Attention: Corporate Trust Administration

Export Development Corporation
Place Export Canada
151 O'Connor Street
P.O. Box 655
Ottawa, Canada K1P 5T9

National Railroad Passenger Corporation
60 Massachusetts Avenue, N. E.
Washington, D. C. 20002
Attention: Corporate Secretary

Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

The railway equipment covered by the primary documents referenced above consists of eighty-six (86) intercity passenger coaches bearing Amtrak road numbers 54000 to 54071, inclusive, and 54500 to 54413, inclusive, and eighteen (18) food service cars bearing Amtrak road numbers 53000 to 53007, inclusive, and 53500 to 53509, inclusive. All other documents listed above cover a portion of such railway equipment: thirty-seven (37) intercity passenger coaches bearing Amtrak road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071 inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

A fee of \$75 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

Short Summaries of the documents to appear in the index follow:

1. Confirmatory Supplement to the Security Agreement (Mortgage) with Recordation No. 15701 dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

2. Lease Supplement No. 2 to the Lease of Railroad Equipment with Recordation No. 15701-B dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

3. Lessee Security Agreement Supplement No. 2 to the Lessee Security Agreement (Mortgage) with Recordation No. 15701-D dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

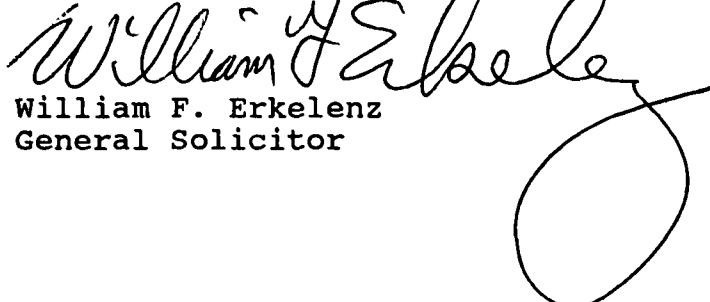
4. Sublease Supplement No. 2 to the Sublease of Railroad Equipment with Recordation No. 15701-F dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

5. Indenture Supplement No. 2 to the Trust Indenture and Security Agreement (Mortgage) with Recordation No. 15701-H dated as of December 31, 1989 and covering thirty-seven (37) intercity passenger coaches bearing National Railroad Passenger Corporation (Amtrak) road numbers 54044, 54046 to 54063, inclusive, 54065 to 54071, inclusive, 54500 to 54509, inclusive, and 54511 and ten (10) food service cars bearing Amtrak road numbers 53000 to 53005, inclusive, and 53500 to 53503, inclusive.

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The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,


William F. Erkelenz
General Solicitor

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INTERSTATE COMMERCE COMMISSION

CONFIRMATORY SUPPLEMENT dated as of December 1989 to the Security Agreement (Mortgage) dated as of June 30, 1988, as supplemented, between National Railroad Passenger Corporation (the "BORROWER") and Export Development Corporation ("EDC").

WHEREAS, the parties hereto entered into the above-mentioned Security Agreement (Mortgage) to create a first purchase-money lien on the rolling stock to be purchased by the BORROWER pursuant to the COMMERCIAL CONTRACT referred to therein; and

WHEREAS, the parties hereto wish hereby to confirm for the record the identity of the items of such rolling stock which have heretofore been delivered to the BORROWER pursuant to such COMMERCIAL CONTRACT and for which a Confirmatory Supplement has not yet been entered into.

NOW, THEREFORE, it is confirmed that the items of rolling stock identified on Appendix I hereto by Model, Type, Serial Number and Road Numbers are subject to the lien of the above-mentioned Security Agreement (Mortgage).

IN WITNESS WHEREOF, the parties hereto have signed and delivered this Confirmatory Supplement.

NATIONAL RAILROAD PASSENGER
CORPORATION

By 
Title Treasurer

EXPORT DEVELOPMENT CORPORATION

By _____
Title _____

CONFIRMATORY SUPPLEMENT dated as of December , 1989 to the Security Agreement (Mortgage) dated as of June 30, 1988, as supplemented, between National Railroad Passenger Corporation (the "BORROWER") and Export Development Corporation ("EDC").

WHEREAS, the parties hereto entered into the above-mentioned Security Agreement (Mortgage) to create a first purchase-money lien on the rolling stock to be purchased by the BORROWER pursuant to the COMMERCIAL CONTRACT referred to therein; and

WHEREAS, the parties hereto wish hereby to confirm for the record the identity of the items of such rolling stock which have heretofore been delivered to the BORROWER pursuant to such COMMERCIAL CONTRACT and for which a Confirmatory Supplement has not yet been entered into.

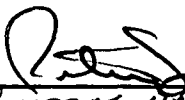
NOW, THEREFORE, it is confirmed that the items of rolling stock identified on Appendix I hereto by Model, Type, Serial Number and Road Numbers are subject to the lien of the above-mentioned Security Agreement (Mortgage).

IN WITNESS WHEREOF, the parties hereto have signed and delivered this Confirmatory Supplement.

NATIONAL RAILROAD PASSENGER
CORPORATION

By _____
Title Treasurer

EXPORT DEVELOPMENT CORPORATION

By  _____
Title GENERAL MANAGER
DEED and EUROPEAN
DIVISION

District of Columbia

) ss
)

On this 18th day of December, 1989 before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: December 31, 1989

SEAL

) ss
)

On this _____ day of December, 1989 before me personally appeared _____ to me personally known, who being by me duly sworn, says that he is an _____ of EXPORT DEVELOPMENT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

SEAL

)
) ss
)

On this _____ day of December, 1989 before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

SEAL

Province of Ontario
City of Ottawa) ss

On this 18th day of December, 1989 before me personally appeared Peter Foran to me personally known, who being by me duly sworn, says that he is a General Manager of EXPORT DEVELOPMENT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

does not

My Commission Expires: _____

SEAL

CONFIRMATORY SUPPLEMENT dated as of December 1989 to the Security Agreement (Mortgage) dated as of June 30, 1988, as supplemented, between National Railroad Passenger Corporation (the "BORROWER") and Export Development Corporation ("EDC").

WHEREAS, the parties hereto entered into the above-mentioned Security Agreement (Mortgage) to create a first purchase-money lien on the rolling stock to be purchased by the BORROWER pursuant to the COMMERCIAL CONTRACT referred to therein; and

WHEREAS, the parties hereto wish hereby to confirm for the record the identity of the items of such rolling stock which have heretofore been delivered to the BORROWER pursuant to such COMMERCIAL CONTRACT and for which a Confirmatory Supplement has not yet been entered into.

NOW, THEREFORE, it is confirmed that the items of rolling stock identified on Appendix I hereto by Model, Type, Serial Number and Road Numbers are subject to the lien of the above-mentioned Security Agreement (Mortgage).

IN WITNESS WHEREOF, the parties hereto have signed and delivered this Confirmatory Supplement.

NATIONAL RAILROAD PASSENGER
CORPORATION

By _____
Title Treasurer

EXPORT DEVELOPMENT CORPORATION

By Thomas Goulding
Title Area Manager

By Patricia Jones
Title General Manager

) ss
)

On this _____ day of December, 1989 before me personally appeared Richard I. Klein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

SEAL

Province of Ontario,
City of Ottawa) ss

On this 21st day of December, 1989 before me personally appeared W. James Brockbank, to me personally known, who being by me duly sworn, says that he is an AREA MANAGER of EXPORT DEVELOPMENT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: _____


SEAL

Province of Ontario
City of Ottawa: ss

On this 21st day of December, 1989 before
me personally appeared Peter A. Foran to me personally
known, who being by me duly sworn, says that he is an GENERAL
MANAGER of EXPORT DEVELOPMENT CORPORATION, that said
instrument was signed on behalf of said corporation by
authority of its Board of Directors, and he acknowledges
that the execution of the foregoing instrument was the free
act and deed of said corporation.


Notary Public

My Commission Expires: _____

done

SEAL

APPENDIX I

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>MODEL</u>	<u>TYPE</u>	<u>MANUFACTURER'S NO.</u>	<u>AMTRAK NO.</u>
Horizon Fleet	Coach	462	54044
Horizon Fleet	Coach	464	54046
Horizon Fleet	Coach	465	54047
Horizon Fleet	Coach	466	54048
Horizon Fleet	Coach	467	54049
Horizon Fleet	Coach	468	54050
Horizon Fleet	Coach	469	54051
Horizon Fleet	Coach	470	54052
Horizon Fleet	Coach	471	54053
Horizon Fleet	Coach	472	54054
Horizon Fleet	Coach	473	54055
Horizon Fleet	Coach	474	54056
Horizon Fleet	Coach	475	54057
Horizon Fleet	Coach	476	54058
Horizon Fleet	Coach	477	54059
Horizon Fleet	Coach	478	54060
Horizon Fleet	Coach	479	54061
Horizon Fleet	Coach	480	54062
Horizon Fleet	Coach	481	54063
Horizon Fleet	Coach	483	54065
Horizon Fleet	Coach	484	54066
Horizon Fleet	Coach	485	54067
Horizon Fleet	Coach	486	54068
Horizon Fleet	Coach	487	54069
Horizon Fleet	Coach	488	54070
Horizon Fleet	Coach	489	54071
Horizon Fleet	Coach	490	54500
Horizon Fleet	Coach	491	54501
Horizon Fleet	Coach	492	54502
Horizon Fleet	Coach	493	54503
Horizon Fleet	Coach	494	54504
Horizon Fleet	Coach	495	54505
Horizon Fleet	Coach	496	54506
Horizon Fleet	Coach	497	54507
Horizon Fleet	Coach	498	54508
Horizon Fleet	Coach	499	54509
Horizon Fleet	Coach	501	54511
Horizon Fleet	Food Service	392	53000
Horizon Fleet	Food Service	393	53001
Horizon Fleet	Food Service	394	53002
Horizon Fleet	Food Service	395	53003
Horizon Fleet	Food Service	396	53004
Horizon Fleet	Food Service	397	53005
Horizon Fleet	Food Service	456	53500
Horizon Fleet	Food Service	457	53501
Horizon Fleet	Food Service	458	53502
Horizon Fleet	Food Service	459	53503